

MINUTES OF A MEETING OF THE TORRANCE ETHICS AND INTEGRITY COMMITTEE

1. CALL TO ORDER

The Torrance Ethics and Integrity Committee convened at 7:00 p.m. on Wednesday, August 26, 2009, in the West Annex Commission Meeting Room, 3031 Torrance Boulevard.

ROLL CALL

Present: Committee Members Gallagher, Gotshall-Sayed, Montoya, White and Chairman Payne.

Absent: None.

Also Present: Assistant to the City Manager Sunshine, Staff Liaison to the Committee Lohnes, Human Resources Analyst Hoang, Deputy City Attorney Strader and City Clerk Herbers.

2. FLAG SALUTE

Committee Member Gallagher led the Pledge of Allegiance.

3. ORAL COMMUNICATIONS

None.

4. REPORT OF STAFF ON POSTING OF THE AGENDA

Chairman Payne called attention to the signed affidavit noting that the agenda for this meeting was posted as required.

5. ADOPT RULES OF ORDER

MOTION: Committee Member Gotshall-Sayed moved to adopt the Ethics and Integrity Committee Rules of Order as presented. The motion was seconded by Member Montoya and ultimately amended to adopt the Rules of Order as modified (see Page 7).

Staff Liaison to the Ethics and Integrity Committee Lohnes presented the staff report. She explained that the Rules of Order presented for the Committee's consideration include revisions requested by the Committee at the previous meeting, as well as those suggested by the City Clerk, as follows: Article 2 (Business), Section 2.4 (Availability of Agenda) deletion of the posting of the agenda in the Library; various deletions to Article 2 (Business), Section 2.7 (Order of Business); modification to Article 10 (Vice Chairperson), Section 10.1 (Selection) to reflect selection by a majority vote (rather than by seniority); and replacement of various references to the "City Clerk" with "City Manager Staff" throughout.

The Committee discussed whether the Vice Chairperson should be selected by majority vote, or by seniority, and whether the Vice Chairperson should automatically move up to the position of Chairperson.

Deputy City Attorney Strader advised that Article 10, Section 10.1, was changed to coincide with the Committee's request at the last meeting to select the Vice Chairperson by majority vote, rather than by seniority. She verified that the proposed Rules of Order do not address the election of the Chairperson, who was elected by a majority vote when the Committee was formed, and that the ordinance creating the Committee does not include the appointment of the Chairperson. But, Article 10, Section 10.1, could be modified to add "Chairperson."

Member White related her understanding that the election of commission chairpersons are called out in the City's Municipal Code, which states that commission chairpersons are elected by a majority vote. Having served on two commissions in Torrance, she expressed her feeling that the process of a vice chairperson automatically moving up to chairperson works very well.

Staff Liaison to the Committee Lohnes affirmed that the Committee has the discretion to elect the Chairperson.

Assistant to the City Manager Sunshine verified that a current chairperson of the Committee could be re-elected to serve consecutively. However, as a matter of practice, chairmen are usually rotated.

Member Gotshall-Sayed favored selecting the Vice Chairman by majority vote and modifying Article 10, Section 10.1, to add "Chairperson." She offered the following motion:

MOTION: Member Gotshall-Sayed moved to modify the title of Article 10 (Vice Chairperson) and Section 10.1 (Selection), as follows:

Add: ARTICLE 10 **"CHAIRPERSON AND** VICE CHAIRPERSON"

SECTION 10.1 "The **Chairperson and** Vice Chairperson shall be selected by a majority vote..."

The motion was seconded by Chairman Payne and passed by unanimous voice vote.

At the request of Member Gallagher, Deputy City Attorney Strader shared information on distinctions between the proposed Rules of Order and those which apply to the City Council.

The Committee continued to review the proposed Rules of Order. Discussion included Article 1 (Meetings), Section 1.2 (Place of Meetings), and the Committee's prerogative to meet at any location in the City.

With regard to Article 1 (Meetings), Section 1.1(b) (Time of Meetings), Deputy City Attorney Strader advised that the Committee is a formal committee under the realm of the Brown Act and, as such, meeting days and times are addressed in Section 1.1(b).

Member Gallagher recalled the Committee's previous discussion about the working-group nature of the Committee, which is much less formal than that alluded to in the proposed Rules of Order.

Deputy City Attorney Strader advised that the previous Blue Ribbon Committee was more of a working-group committee than the Ethics and Integrity Committee.

Assistant to the City Manager Sunshine explained that the Blue Ribbon Committee, which operated under a resolution, was a working committee making recommendations to the City Council; that the Ethics and Integrity Committee, which operates under an ordinance, is charged with developing requests for proposals; reviewing programs developed by staff, etc., and providing feedback/making recommendations to the Council about the programs; and that, because this is a formal committee, it is set up similar to commissions. However, the Committee could recommend to the Council that they be given investigative powers relative to ethics complaints and that they have the ability to enforce provisions of the Ethics Program.

Concerning Article 2 (Business), Section 2.1(a) (Communications from the Public), City Clerk Herbers pointed out that a new process in the City Clerk's office would be required if the City Clerk's office receives written matters from the public requesting action by the Committee and then forwards them to the City Manager's office.

Deputy City Attorney Strader advised that it is within the City Manager's authority to determine how written requests are forwarded to staff liaisons.

Explaining the logic behind the proposed wording in Section 2.1(a), Assistant to the City Manager Sunshine clarified that forwarding the material to the City Manager's office (and not a staff liaison) would help avoid material going to the wrong person in the event of staff reassignments.

During discussion of Article 2 (Business), Section 2.1(b), the Committee related concerns over the possibility that they will not be made aware of written requests from the public requesting action by the Committee. The Committee discussed the process for addressing inquiries from the public about the status of such requests that might arise during Committee meetings.

Member Gallagher noted the Committee's desire for a strong ethics program, an important element of which is to head off problems before they occur. He discussed that, if the Committee is not aware of issues, it will be impossible to address them and called attention to the importance of coordination and communication between staff and the Committee.

Deputy City Attorney Strader advised that the proposed process is consistent with the city manager form of government in Torrance.

Mr. Don Clouch, 1822 W. 238th Street, voiced his concern that written matters from the public requesting action by the Committee will not be transparent to the public, and could be ignored by the City. He mentioned concerns he previously expressed about City processes and the lack of a method to follow up on complaints.

Staff Liaison to the Committee Lohnes explained that, because the Committee cannot investigate complaints or act on them, it would be appropriate to refer questions about ethics complaints not on the agenda and posed by the public during the meetings to staff and ask staff to report back.

Assistant to the City Manager Sunshine pointed out that, due to liability and privacy issues, certain complaints are confidential and cannot be made public.

Deputy City Attorney Strader advised that the Committee is bound by the ordinance and the jurisdiction given it; that, if the Committee feels its powers should be expanded, this should be discussed with the Council; and that the Committee's purview cannot be expanded through the Rules of Order.

To address Mr. Clouch's concerns over transparency, Member Gotshall-Sayed suggested that Article 2, Section 2.1(b) be modified to include, "The City Manager will decide..." and "...The City Manager's staff will respond..." She offered the following motion.

MOTION: Member Gotshall-Sayed moved to amend Article 2 (Business), Section 2.1(b) as follows:

Modify: SECTION 2.1(b) "The City Manager will decide..." and
"...The City Manager's staff will respond..."

The motion was seconded by Chairman Payne and passed by the following unanimous roll call vote:

Ayes:	Gallagher, Gotshall-Sayed, Montoya, White and Chairman Payne.
Noes:	None.
Abstain:	None.
Absent:	None.

With regard to Article 2 (Business), Section 2.3 (Agenda), Chairman Payne related his understanding that the meeting agenda is available in the City Manager's office, on the public notice board in front of the City Clerk's office and on the City's website.

Relevant to Article 2 (Business), Section 2.10 (Reading of Minutes), Chairman Payne noted that the minutes from the last Committee meeting are not yet available.

City Clerk Herbers explained the delay with the minutes from the previous meeting, as well as the process for presenting the minutes for the Committee's approval.

During discussion of Article 4 (Voting), Section 4.8 (Majority Vote), Deputy City Attorney Strader verified that meetings cannot be held without a quorum.

City Clerk Herbers suggested that, Article 8 (Points of Order), Section 8.1 (General), be modified to include "...The City Manager's staff will monitor/maintain the order for each meeting..."

MOTION: Member Gotshall-Sayed moved to amend Article 8 (Points of Order), Section 8.1 (General), as follows:

Modify: SECTION 8.1 "...The City Manager's staff will monitor/
Maintain the order for each meeting..."

The motion was seconded by Chairman Payne and passed by unanimous roll call vote as shown below:

Ethics and Integrity Committee
August 26, 2009

Ayes: Gallagher, Gotshall-Sayed, Montoya, White and Chairman Payne.
Noes: None.
Abstain: None.
Absent: None.

Deputy City Attorney Strader affirmed that the index of the Rules of Order will be modified to account for changes made this evening.

Discussion continued with Member Gallagher relating his continued concern over Article 2 (Business), Section 2.1(b), in that the proposed language is very narrow and constrictive and the Committee's jurisdiction is unclear, which will impede the Committee's ability to operate as effectively as it had hoped. Member Gallagher said that, for these reasons, he could not vote in favor of the proposed Rules of Order as amended this evening.

The Committee discussed amending Section 2.1(b) to include that information on any actions not directly submitted to the Committee shall be provided to the Committee within 30 days from the date of receipt.

Deputy City Attorney Strader advised that the proposed language was written based on the Council's Rules of Order; that, with the city manager form of government in Torrance, the City Manager ultimately decides the items that are forwarded to the Council, commissions and committees; and that any substantial changes to the Rules of Order would exceed the scope of the Committee's and cannot be made without the Council's concurrence.

Member Gallagher clarified that he was not suggesting the Committee review every complaint; but, that anything the City Manager's office determines appropriate be provided to the Committee. He stressed the importance of the Committee functioning as a meaningful body.

Chairman Payne asked that the status of complaints submitted for the Committee's consideration through the City Manager's office be provided to the Committee.

Assistant to the City Manager Sunshine explained that it is not within the Committee's purview to receive a report on everything submitted to the City Manager's office and that items approved for the Committee's consideration will be properly advertised.

Member Gotshall-Sayed stressed the public outcry for transparency in the City.

Deputy City Attorney Strader verified that the Rules of Order could be approved with modifications and that the Committee obtain a clearer approach from the Council at a later date.

Member Gallagher reiterated his lack of support for the Rules of Order as amended at this time due to his concerns over Article 2 (Business), Section 2.1(b) as noted earlier in this discussion. He commented on the need to obtain necessary information to build training and communication, which cannot be accomplished with the proposed language.

SUBSTITUTE MOTIION: Member Gotshall-Sayed moved to adopt the Ethics and Integrity Committee Rules of Order as modified during the meeting. The substitute motion was accepted by Member Montoya, who seconded the original motion, and passed by a 3-2 majority roll call vote as follows:

Ethics and Integrity Committee
August 26, 2009

Ayes: Gotshall-Sayed, Montoya, and White.
Noes: Gallagher and Chairman Payne.
Abstain: None.
Absent: None.

RECESS AND RECONVENE

At 8:30 p.m., there was a recess until 8:40 p.m., when the meeting reconvened in regular agenda order with all members present.

6. STAFF PRESENTATION TO PROVIDE OVERVIEW OF ETHICS PROGRAMS/ RESOURCES AVAILABLE WITHIN THE CITY OF TORRANCE

Staff Liaison to the Ethics and Integrity Committee Lohnes presented an overview of the Torrance Ethics Program/Resources and the City's efforts to run effectively and ethically. She provided input on the purpose of the Program; the City's complaint procedures; the City's compliance with various programs as required by the Fair Political Practices Commission; and the City-sponsored training for commissioners and City employees.

Human Resources Analyst Hoang shared information about Torrance University programs, the City's internal learning academy. He elaborated on the City's CORE training (so named because topics taught are at the core of the City's success) offered through the University and taught by El Camino College.

The staff presentation continued with Staff Liaison to the Committee Lohnes explaining the Committee's highly advisory role at this time. She advised that staff has met with a consultant to help facilitate the Committee's roles as it is developing. Ms. Lohnes reviewed the Committee's budget for Fiscal Year 2009-2010 and clarified that the funding for the consultant does not come out of the Committee's budget. She noted the possibility of the Committee obtaining additional funding during the next fiscal year and related the following staff recommendations for the balance of 2009-2010: complete Brown Act and AB1234 training; work with a consultant to develop a work plan and/or define a request for proposal (RFP); and prepare a report to the Council providing an update of the Committee's progress and an action plan for 2010-2011.

Staff Liaison to the Committee Lohnes clarified that a RFP is necessary to hire a consultant because the City is lacking staff resources to develop an ethics program. She explained that the CORE program applies only to City employees, not elected officials or commissioners, and that, should the Committee so desire, CORE class curriculum could be provided to the Committee; and that ethics-related issues fall under the City Manager.

Human Resources Analyst Hoang provided clarification regarding the type of classes taught at Torrance University.

Chairman Payne commented on the importance of tailoring ethics training to include the demonstration of righteous behavior by City employees driving City vehicles.

Deputy City Attorney Strader verified that ethics-related issues fall under the City Manager and that, because it is formal in nature, items to be considered by the Committee must be on meeting agendas.

Member Gotshall-Sayed related her confusion with the City Manager, who is in charge of ethics, determining which ethics complaints will be provided to the Committee. She suggested that an individual other than the City Manager be designated to handle ethics and offered the following motion.

MOTION: Member Gotshall-Sayed moved to ask the Council to appoint a City employee other than the City Manager to be in charge of ethics in the interim while the Committee works on the City's Ethics Program.

At the suggestion of Chairman Payne, Member Gotshall-Sayed withdrew the motion in order to continue discussion of the matters listed on the meeting agenda.

Member Montoya said that, while he appreciates Member Gotshall-Sayed's point, every employee in the City works under the City Manager, so appointing someone other than the City Manager to be in charge of ethics would probably not have the desired effect.

Chairman Payne related his surprise that the City Council has not set up an ad hoc committee to interface with the Ethics and Integrity Committee, as was the case with the Blue Ribbon Committee. He voiced concern that the Committee would not be responsible for developing a work plan.

Staff Liaison to the Committee Lohnes assured that the Committee will review/make recommendations on the work plan; that the Committee can place items on meeting agendas; and that staff will provide the Committee with reports/information on training programs.

Assistant to the City Manager Sunshine clarified that one of the Committee's charges is to develop a RFP and make relevant recommendations to the City Council and that the Committee does have the ability to do some research, but only if a work plan is in place. He mentioned the possibility of the Committee members participating in the City's Ethics Program.

Member Gallagher related his concern that the Blue Ribbon Committee began approximately three years ago and it appears the Committee is starting over again and that the Committee might not have any face-to-face contact with the public. He commented that the cost of a consultant is of concern, particularly with the poor economy.

Staff Liaison to the Committee Lohnes explained that the Committee will have the ability to interview potential consultants, review and make recommendations on consultant contracts, and request that items be placed on meeting agendas; and that the goals of the Committee were kept fairly modest because it would be difficult to produce a lot of work product with only one meeting per month.

Member Gotshall-Sayed commented that the Blue Ribbon Committee focused on elected officials and those seeking election, and they never addressed employee ethics training.

Member Gallagher recalled that the Committee's initial mandate was a program that encompassed all people and the Blue Ribbon Committee focused much on elected officials and those running for office; and, had it further developed, it would have expanded to include City employees.

Assistant to the City Manager Sunshine explained that, other than the training required by law, the City has no authority to require training for elected officials; that the Committee has the ability to determine what the training they would like to see and make recommendations to the Council; and that a consultant should be hired to develop a work plan.

Member Gallagher applauded Torrance University. But, he pointed out that it would have been nice to be informed about it before it was developed. Member Gallagher questioned if anyone really looked at the Blue Ribbon Committee's findings and said that this is a perfect example of the Committee needing to be kept apprised of information pertaining to its purview.

Assistant to the City Manager Sunshine explained that a goal of this presentation was to communicate to the Committee what staff has accomplished with regard to ethics training and obtain feedback.

Member Gotshall-Sayed voiced her concern that the plan developed by the Blue Ribbon Committee, which included City employees, was not recognized by the Council or staff, nor was the Committee informed about the City's implementation of ethics training for employees.

Chairman Payne related his understanding that the Committee is charged with reviewing, and has not been charged with many tasks as of this time. He summarized the accomplishments of the Blue Ribbon Committee as follows:

1. Determine the best approach for implementation of an Ethics and Integrity Program;
2. Determine methodology to handle ethics and integrity issues;
3. Establish a hotline;
4. Review Ordinance 3710 (Powers and Duties of the Committee);
5. Report to the Council;
6. Develop a training plan;
7. Determine if an ethics and integrity newsletter should be distributed;
8. Organize a kick-off event for the Ethics and Integrity Program;
9. Work actively with the Council and City staff;
10. Review other ethics and integrity programs in other cities and consider adoption of successful methodology;
11. Consider developing Ethics and Integrity Program materials;
12. Develop a schedule for first-year activities;
13. Compile a press release for the Ethics and Integrity Program;
14. Sustainment phase reporting to the Council;
15. Track funding availability of consultant staff to augment City staff;
16. Host and attend seminars;
17. On-going review of Ethics and Integrity Program successes and failures.
18. Review ethics and integrity training for City employees for applicability to elected/appointed officials.

The Committee received and filed the staff report.

7. PRESENTATION BY CHAIR ON ETHICS AND INTEGRITY PLAN

Chairman Payne presented the Ethics and Integrity Committee's "Straw Man First-Year Schedule."

Member Gallagher called attention to the Committee's advisory role to the Council and he asked that procedures for addressing questions about ethics' complaints posed to the Committee during meetings be further discussed.

Chairman Payne voiced his understanding that members of the public would relate their general concerns and the Committee would advise them to contact the City Attorney. He highlighted the Committee's intent to be absolutely transparent.

Deputy City Attorney Strader advised that complaints from the public would be referred to the City Manager who would, in turn, request relevant legal advice from the City Attorney; that ad hoc committees are not subject to Brown Act requirements, but she will examine the requirements for subcommittees of the Ethics and Integrity Committee; and that it would ultimately be up to the City Council to approve training for all employees and elected officials.

Member Gotshall-Sayed suggested that staff assume the role of informing speakers of the appropriate procedures to obtain input regarding ethics' complaints.

Staff Liaison to the Committee Lohnes suggested that, in order for the Committee to move forward, members email her prioritized lists of what they would like to see in a work plan, after which she return the information for the Committee's review. She verified that the members' priorities do not have to be within the purview of the ordinance defining the Committee's purview.

Deputy City Attorney Strader cautioned the Committee regarding the Brown Act and against emailing their fellow Committee members regarding their priorities. She affirmed that the members' priorities do not have to be within the requirements of the ordinance.

MOTION: Member Gotshall-Sayed moved to approve the Committee members emailing staff their priorities for the Ethics and Integrity Program. The motion was seconded by Member Gallagher and passed by unanimous roll call vote as reflected below:

Ayes: Gallagher, Gotshall-Sayed, Montoya, White and Chairman Payne.
Noes: None.
Abstain: None.
Absent: None.

The Committee received and filed the staff report.

8. **CURRENT EVENTS/ETHICS SEMINARS**

Chairman Payne expressed appreciation for the information about current events/ethics seminars included in the agenda packets.

Staff Liaison to the Committee Lohnes explained staff's intent for this item to be included on every meeting agenda to provide information about available resources and training. She called attention to the International City/County Management Association (ICMA) audio conference entitled, "Take the Ethics Challenge: An Interactive Audio conference for Local Governments" on September 1, 2009, 1:00 p.m. to 2:30 p.m. ET.

Chairman Payne asked staff to examine the possibility of the Committee attending the ICMA audio conference.

Ethics and Integrity Committee
August 26, 2009

Deputy City Attorney Strader advised that members of legislative bodies can attend conferences and seminars without violating the Brown Act; but, to avoid the appearance of improprieties, the City generally recommends they do not sit together. She indicated that, should a majority of the Committee plan to attend the ICMA audio conference, a special meeting of the Committee could be called/posted. At the Committee's request, Deputy City Attorney Strader verified her intent to further examine this issue and report back.

Staff Liaison to the Committee Lohnes took a straw vote of the Committee members planning to attend the ICMA audio conference on September 1st as follows:

Ayes: Montoya, Chairman Payne.
Noes: Gallagher, White.
Will Check: Gotshall-Sayed.

9. **OTHER BUSINESS**

The Committee agreed to the next meeting date of Wednesday, September 23, 2009.

The Committee discussed the need to develop a meeting schedule for November and December and directed staff to determine available meeting locations and report back.

Member Montoya suggested that the Ethics and Integrity meetings begin at 6:00 p.m. The Committee agreed to begin the meetings at 6:30 p.m.

10. **ADJOURNMENT**

At 10:30 p.m., the meeting was adjourned to September 23, 2009, 6:30 p.m.

Approved as Submitted October 21, 2009 s/ Sue Herbers, City Clerk
